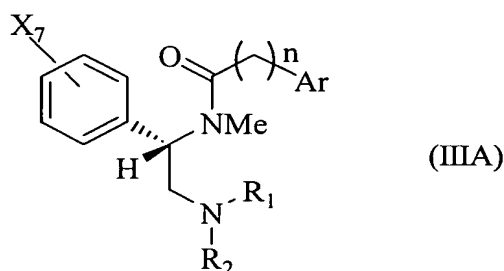


This listing of claims will replace all prior versions, and listings, of claims in the application.

**Listing of Claims:**

1 to 19. (canceled)

20. (Added) A compound of the formula IIIA or a pharmaceutically acceptable salt thereof:



wherein:

n is 1 to 3;

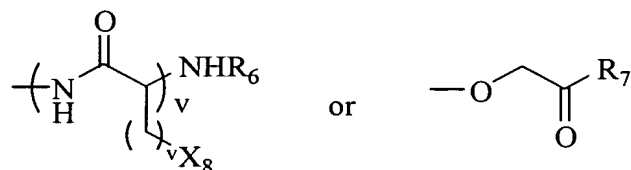
R<sub>1</sub> and R<sub>2</sub> are independently CH<sub>3</sub> or together form -(CH<sub>2</sub>)<sub>m</sub>-,  
 -CH<sub>2</sub>CH(OR)(CH<sub>2</sub>)<sub>2</sub>-, -CH<sub>2</sub>CH(F)(CH<sub>2</sub>)<sub>2</sub>-, -(CH<sub>2</sub>)<sub>2</sub>O(CH<sub>2</sub>)<sub>2</sub>- or -(CH<sub>2</sub>)<sub>2</sub>CH=CHCH<sub>2</sub>-;

R is H, alkyl, acyl or aroyl;

Ar is mono- or di-substituted phenyl, wherein said substituents are selected from the group consisting of halogen, OCH<sub>3</sub>, OH, SO<sub>2</sub>CH<sub>3</sub>, CF<sub>3</sub>, NH<sub>2</sub>, alkyl, CN, unsubstituted and substituted sulfamoyl groups;

Ar may also be substituted with NH(CH<sub>2</sub>)<sub>u</sub>CO<sub>2</sub>R',  
 NH(CH<sub>2</sub>)<sub>u</sub>(CH=CH)<sub>u</sub>(CH<sub>2</sub>)CO<sub>2</sub>R', NHCO(CH<sub>2</sub>)<sub>u</sub>(CH=CH)<sub>u</sub>(CH<sub>2</sub>)<sub>u</sub>CO<sub>2</sub>R', NHP(O)(OBn)<sub>2</sub>,  
 NHP(O)(OR')<sub>2</sub>, (CH<sub>2</sub>)<sub>u</sub>NHSO<sub>2</sub>CH<sub>3</sub>, (CH<sub>2</sub>)<sub>u</sub>NHC(S)NHCH(CO<sub>2</sub>R')(CH<sub>2</sub>)<sub>u</sub>CO<sub>2</sub>R', CONHOH,  
 or (CH<sub>2</sub>)<sub>u</sub>CONHOH;

or Ar is substituted with



R<sub>6</sub> is H or Ac;

R<sub>7</sub> is NH(CH<sub>2</sub>)<sub>v</sub>CO<sub>2</sub>H, NH(CH<sub>2</sub>)<sub>v</sub>CH(NH<sub>2</sub>)(CO<sub>2</sub>H), NHCH(CO<sub>2</sub>H)(CH<sub>2</sub>)<sub>v</sub>NH<sub>2</sub>,  
 NH(CH<sub>2</sub>)<sub>v</sub>SO<sub>3</sub>H, NH(CH<sub>2</sub>)<sub>v</sub>PO<sub>3</sub>H, NH(CH<sub>2</sub>)<sub>v</sub>NHC(NH)NH<sub>2</sub>, or NHCH(CO<sub>2</sub>H)(CH<sub>2</sub>)<sub>v</sub>CO<sub>2</sub>H;

R' is H or lower alkyl;

X<sub>7</sub> is H, halogen, OH, OCH<sub>3</sub>, CF<sub>3</sub>, NO<sub>2</sub>, NH<sub>2</sub>, amino substituted with acyl, carbamate, alkyl or aryl sulfonates, or COR";

R" is OH, amide, alkoxy, aryloxy or heteroaryloxy;

X<sub>8</sub> is CO<sub>2</sub>H, NHSO<sub>2</sub>CH<sub>3</sub>, NHP(O)(OBn)<sub>2</sub>, NHP(O)(OH)<sub>2</sub>, OP(O)(OBn)<sub>2</sub>, or OP(O)(OH)<sub>2</sub>;

m is 4 to 8;

u is 0 to 5; and

v is 1 to 20.

21. (Added) A compound which is selected from the group consisting of  
N-[(4-Trifluoromethylphenyl)-N-methyl- {[1S-1-phenyl-2-[1-pyrrolidinyl)]ethyl}-acetamido]glycine hydrochloride;

2-(3,4-Dichlorophenyl)-N-methyl-N-[(1R, S)-1-(3-sulfamidophenyl)-2-(1-pyrrolidinyl)ethyl]acetamide hydrochloride;

2-(4-Trifluoromethylphenyl)-N-methyl-N- {[1S]-1-[3-[(methylsulfonyl)amino]-phenyl]-2-[1-pyrrolidinyl]ethyl} acetamide hydrochloride;

2-(4-Methanesulfonylphenyl)-N-methyl-N- {[1S]-1-[3-[(methylsulfonyl)amino]-phenyl]-2-[1-pyrrolidinyl]ethyl} acetamide methanesulfonate;

2-(3,4-Dichlorophenyl)-N-methyl-N- {[1S]-1-[3-[(methylsulfonyl)amino]phenyl]-2-[1-pyrrolidinyl]ethyl} acetamide hydrochloride;

2-(3,4-Dichlorophenyl)-N-methyl-N-[(1S)-1-[3-(diethyl phosphoryl)amino]phenyl]-2-(1-pyrrolidinyl)ethyl]acetamide hydrochloride;

2-(3,4-Dichlorophenyl)-N-methyl-N-[(1S)-1-[3-[(4-oxo-butenate)]amino]phenyl]-2-(1-pyrrolidinyl)ethyl]acetamide;

2-(3,4-Dichlorophenyl)-N-methyl-N- {(1S)-1-[3-(3-(((iso-butoxycarbonyl)-methyl)aminocarbonyl)propionamido)phenyl]-2-(1-pyrrolidinyl)ethyl} acetamide hydrochloride;

2-(3,4-Dichlorophenyl)-N-methyl-N- {(1R, S)-1-[3-(3-(((hydroxycarbonyl)-methyl)aminocarbonyl)propionamido)phenyl]-2-(1-pyrrolidinyl)ethyl} acetamide hydrochloride;

2-[(2-N-Phenylsulfonamido)phenyl]-N-methyl-N-[(1S)-1-phenyl-2-(1-pyrrolidinyl)ethyl]acetamide methane sulfonate;

2-[3-(N-Methylsulfamoyl)-4-chlorophenyl]-N-methyl-N- {[1S]-1-phenyl-2-[1-pyrrolidinyl]ethyl} acetamide hydrochloride;

2-(3-Sulfamoyl-4-chlorophenyl)-N-methyl-N- {[1S]-1-phenyl-2-[1-pyrrolidinyl]-ethyl} acetamide methanesulfonate;

2-(3-Sulfamoyl-4-chlorophenyl)-N-methyl-N- {[1S]-1-[3-[(methylsulfonyl)amino]-phenyl]-2-[1-pyrrolidinyl]ethyl} acetamide methanesulfonate;

2-[3-(N-Methylsulfamoyl)-4-fluorophenyl]-N-methyl-N- {[1S]-1-phenyl-2-[1-pyrrolidinyl]ethyl} acetamide hydrochloride;

2-[2&4-(N-Methylsulfamoyl)phenyl]-N-methyl-N-[(1S)-1-phenyl-2-[1-pyrrolidinyl]-ethyl]acetamide hydrochloride;

3-(N-Methylsulfamoyl)phenyl-N-methyl-N-[(1S)-phenyl-2-(1-pyrrolidinyl)ethyl]-acetamide hydrochloride;

2-[N-Methylsulfamoyl]-4-bromophenyl]-N-methyl-N-[(1S)-1-phenyl-2-[1-pyrrolidinyl]ethyl acetamide hydrochloride;

2-[2&4-(N-Methylsulfamoyl)phenyl]-N-methyl-N- {[1S]-1-phenyl-2-[1-(3S)-3-hydroxypyrrolidinyl]ethyl} acetamide hydrochloride;

2-[2-Methoxy-3-(N-methylsulfamoyl)phenyl]-N-methyl-N- {[1S]-1-phenyl-2-(1-pyrrolidinyl)ethyl} acetamide hydrochloride;

(Z)-4-[2-(2-Aminophenyl)-N-methyl-N-[(1S)-1-phenyl]-2-[1-(3S)-3-hydroxypyrrolidinyl]ethyl]acetamido]-4-oxo-2-butenic acid;

(Z)-4-[2-(2-Amino-4,5-dichlorophenyl)-N-methyl-N-[(1S)-1-phenyl]-2-[1-pyrrolidinyl]ethyl]acetamido]-4-oxo-butanoic acid;

(Z)-4-[2-(2-Amino-4,5-dichlorophenyl)-N-methyl-N-[(1S)-1-phenyl]-2-[1-pyrrolidinyl]ethyl]acetamido]-4-oxo-2-butenic acid;

(E) Ethyl 4-[2-(2-amino-4,5-dichlorophenyl)-N-methyl-N-[(1S)-1-phenyl]-2-[1-pyrrolidinyl]ethyl]acetamido]-4-oxo-2-butenate hydrochloride;

(Z)-4-[2-(2-Amino-4-trifluoromethylphenyl)-N-methyl-N-[(1S)-1-phenyl]-2-[1-pyrrolidinyl]ethyl]acetamido]-4-oxo-2-butenic acid;

(Z)-4-[2-(2-Aminophenyl)-N-methyl-N-[(1S)-1-phenyl]-2-[1-pyrrolidinyl]ethyl]acetamido]-4-oxo-2-butenic acid hemimaleate;

2-(N,N-Bisacetic acid-2-amino- $\alpha,\alpha,\alpha$ -trifluoro-4-tolyl)-N-methyl-N-[(1S)-1-phenyl]-2-(1-pyrrolidinyl)ethyl]acetamide hydrochloride;

3-[2-N-Methylsulfonamido)phenyl]-N-methyl-N-[(1S)-1-phenyl-2-(1-pyrrolidinyl)ethyl]acetamide hydrochloride;

2-(O-Butylacetate)phenyl-N-methyl-N-[(1S)-1-phenyl-2-[1-pyrrolidinyl]ethyl]acetamide hydrochloride;

2-[Phenoxy-acetyl]methylamino(1-pyrrolidinyl)ethyl]acetamide]hydrochloride;

2-[4-Trifluoromethylphenyl]-N-methyl-N- {[1S]-1-phenyl-2-[1-(3S)-3-hydroxypyrrolidinyl]ethyl}acetamide hydrochloride;

2-(2-Pyridyl)-N-methyl-N- {[1S]-1-phenyl-2-[1-(3S)-3-hydroxypyrrolidinyl]ethyl}-acetamide dihydrochloride;

2-(5-Bromo-3-pyridyl)-N-methyl-N-[(1S)-1-phenyl-2-pyrrolidinyl ethyl]acetamide hydrochloride;

2-(5-Bromo-3-pyridyl)-N-methyl-N- {[1S]-1-phenyl-2-[1-(3S)-3-hydroxypyrrolidinyl]ethyl}acetamide hydrochloride;

2-(9-Anthracenyl)-N-methyl-N- {[1S]-1-phenyl-2-(1-pyrrolidinyl)ethyl}acetamide hydrochloride;

2-(2-Carboxyphenyl)-N-methyl-N- {[1S]-1-phenyl-2-(1-pyrrolidinyl)ethyl}acetamide hydrochloride;

[2-(2-Phenyl)-N-methyl-N- {[1S]-1-phenyl-2-(1-pyrrolidinyl)ethyl}acetamido]-2-oxo-glycine hydrochloride;

Methyl N-[2-(2-phenyl)-N-methyl-N- {[1S]-1-phenyl-2-(1-pyrrolidinyl)ethyl}-acetamido]-2-oxo-glycinate hydrochloride;

2-(3,4-Dihydroxyphenyl)-N-methyl-N- {[1S]-1-phenyl-2-(1-pyrrolidinyl)ethyl}-acetamide hydrochloride;

2-(3,4-Dimethoxyphenyl)-N-methyl-N- {[1S]-phenyl-2-(1-pyrrolidinyl)ethyl}-acetamide hydrochloride;

2-(2-Methanesulfonamidophenyl)-N-methyl-N-[(1S)-1-(3-methanesulfonamidophenyl)-2-(1-pyrrolidinyl)ethyl]acetamide hydrochloride;

2-(2-Iso-butyramidophenyl)-N-methyl-N-[(1S)-1-(3-isobutyramido-phenyl)-2-(1-pyrrolidinyl)ethyl]acetamide methanesulfonic acid salt;

4-[4-N-Methylsulfonamido-phenyl]-N-[(1S)-1-phenyl-2-(1-pyrrolidinyl)-ethyl]acetamide hydrochloride;

2-(3,4-Dichlorocinnamyl)-N-methyl-N-[(1S)-1-phenyl-2-(1-pyrrolidinyl)-ethyl]acetamide hydrochloride;

2-(2-Nitrocinnamyl)-N-methyl-N-[(1S)-1-phenyl-2-(1-pyrrolidinyl) ethyl]acetamide hydrochloride;

(R,S)-1-[2-(Methanesulfonylamino)-phenyl-N-methylacetamido]-1-(3-methoxy-phenyl)-2-(1-pyrrolidino)-ethane, methanesulfonic acid salt;

(R,S)-1-[2-(Methanesulfonylamino)-phenyl-N-methylacetamido]-1-(3-hydroxy-phenyl)-2-(1-pyrrolidino)ethane, methanesulfonic acid salt;

2-(3-Indolyl)-N-methyl-N-[(1S)-1-phenyl-2-[(3S)-1-pyrrolidin-3-ol]ethyl]-acetamide hydrochloride;

2-(2-N-Benzyl-2-N-methylsulfamoyl-3,4-dimethoxyphenyl)-N-methyl-N-[(1S)-1-phenyl-2-(1-pyrrolidinyl)ethyl]acetamide hydrochloride;

2-(N-Methylsulfonamido-2-aminophenyl)-N-methyl-N-[(1R)-1-phenyl-2-(1-pyrrolidinyl)ethyl]acetamide methane sulfonate;

(R,S)-1-(4-Trifluoromethylphenyl-N-methylacetamido)-1-(3-methoxyphenyl)-2-(1-pyrrolidino)-ethane, methanesulfonic acid salt;

(R,S)-1-(4-Trifluoromethylphenyl-N-methylacetamido)-1-(3-hydroxyphenyl)-2-(1-pyrrolidino)-ethane, methanesulfonic acid salt;

2-Fluorophenyl-N-methyl-N-[(1S)-1-phenyl-2-(1-pyrrolidinyl)ethyl]-acetamide hydrochloride;

4-Fluorophenyl-N-methyl-N-[(1S)-1-phenyl-2-(1-pyrrolidinyl)ethyl]acetamide hydrochloride; and

(E)-4-[2-(2-Amino-4,5-dichlorophenyl)-N-methyl-N-[(1S)-1-phenyl]-2-[1-pyrrolidinyl]ethyl]acetamido]-4-oxo-2-butenic acid hydrochloride.

22. (Added) A pharmaceutical composition comprising a compound of claim 20 in a pharmaceutically acceptable carrier.

23. (Added) A pharmaceutical composition comprising a compound of claim 21 in a pharmaceutically acceptable carrier.

24. (Added) A method of treating hyperalgesia in a patient comprising administering to said patient an effective amount of a compound of claim 20.

25. (Added) A method of treating hyperalgesia in a patient comprising administering to said patient an effective amount of a compound of claim 21.

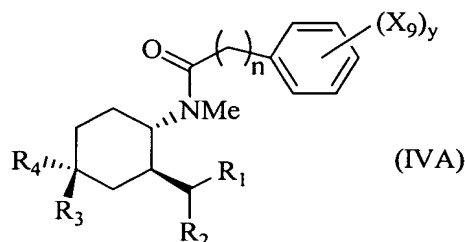
26. (Added) A method of treating hyperalgesia in a patient comprising administering to said patient an effective amount of the pharmaceutical composition of claim 22.

27. (Added) A method of treating hyperalgesia in a patient comprising administering to said patient an effective amount of the pharmaceutical composition of claim 23.

28. (Added) A pharmaceutical composition comprising a compound of claim 20 and an antibiotic, antiviral, antifungal, anti-inflammatory agent, or a mixture thereof in a pharmaceutically acceptable carrier.

29. (Added) A pharmaceutical composition comprising a compound of claim 21 and an antibiotic, antiviral, antifungal, anti-inflammatory agent, or a mixture thereof in a pharmaceutically acceptable carrier.

30. (Added) A compound of the formula IVA or a pharmaceutically acceptable salt thereof:



wherein:

n is 1 to 3;

R<sub>1</sub> and R<sub>2</sub> are independently CH<sub>3</sub> or together form -(CH<sub>2</sub>)<sub>m</sub>-, -CH<sub>2</sub>CH(OR)(CH<sub>2</sub>)<sub>2</sub>-, -CH<sub>2</sub>CH(F)(CH<sub>2</sub>)<sub>2</sub>-, -(CH<sub>2</sub>)<sub>2</sub>O(CH<sub>2</sub>)<sub>2</sub>- or -(CH<sub>2</sub>)<sub>2</sub>CH=CHCH<sub>2</sub>-;

R is H, alkyl, acyl or aryl;

R<sub>3</sub> and R<sub>4</sub> are independently H, OCH<sub>3</sub>, alkyl or -O(CH<sub>2</sub>)<sub>2</sub>-;

each X<sub>9</sub> is independently selected from the group consisting of halogen, CF<sub>3</sub>, OH, OCH<sub>3</sub>, SO<sub>2</sub>NH(CH<sub>2</sub>)<sub>q</sub>CH<sub>3</sub>, NH(CH<sub>2</sub>)<sub>q</sub>CO<sub>2</sub>R', NH(CH<sub>2</sub>)<sub>q</sub>(CH=CH)<sub>q</sub>(CH<sub>2</sub>)<sub>q</sub>CO<sub>2</sub>R', NH(CH<sub>2</sub>)<sub>q</sub>(CH≡CH)<sub>q</sub>(CH<sub>2</sub>)<sub>q</sub>CO<sub>2</sub>R', NHCO(CH<sub>2</sub>)<sub>q</sub>(CH=CH)<sub>q</sub>(CH<sub>2</sub>)<sub>q</sub>CO<sub>2</sub>R', and NHCO(CH<sub>2</sub>)<sub>q</sub>(CH≡CH)<sub>q</sub>(CH<sub>2</sub>)<sub>q</sub>CO<sub>2</sub>R';

R' is OH, lower alkyl, aryl ester or aryl amide;

q is 0 to 20; and

y is 1 to 4.

31. (Added) A compound which is selected from the group consisting of

(Z)-4-[2-((±)-trans-2-Amino-4,5-dichloro-N-methyl-N-[2-(1-pyrrolidinyl)-cyclohexyl]phenylaetamido)]-4-oxo-2-butenic acid;

(Z)-4-[2-((±)-trans-2-Amino-4-trifluoromethyl-N-methyl-N-[2-(1-pyrrolidinyl)-cyclohexyl]phenylaetamido)]-4-oxo-2-butenic acid;

(±)-trans-2-N-Methyl-N-[2-(1-pyrrolidinyl)cyclohexyl]-pyridylacetamide dihydrochloride;

(±)-trans-3-N-Methyl-N-[2-(1-pyrrolidinyl)cyclohexyl]-5-bromo-pyridylacetamide hydrochloride;

(±)-trans-3,5-Di-Trifluoromethyl-N-methyl-N-[2-(1-pyrrolidinyl)cyclohexyl]-phenylacetamide hydrochloride;

(±)-trans-3-N-Methyl-N-[2-(1-pyrrolidinyl)cyclohexyl]-(trans-3-furyl)acetamide hydrochloride;

(±)-trans-2-Methoxy-3-methylsulfamoyl-N-methyl-N-[2-(1-pyrrolidinyl)cyclohexyl]-phenylacetamide hydrochloride;

(±)-trans-3-N-Methyl-N-[2-(1-pyrrolidinyl)cyclohexyl]indoleacetamide hydrochloride;

(±)-trans-4-Fluoro-3-methylsulfamoyl-N-methyl-N-[2-(1-pyrrolidinyl)cyclohexyl]-phenylacetamide hydrochloride;

N-[1S,2S-trans-4-Trifluoromethyl-N-methyl-N-[2-(1-pyrrolidinyl)cyclohexyl]-phenylacetamido]glycine hydrochloride; and

N-[1R,2R-trans-4-Trifluoromethyl-N-methyl-N-[2-(1-pyrrolidinyl)cyclohexyl]-phenylacetamido]glycine hydrochloride.

32. (Added) A pharmaceutical composition comprising a compound of claim 30 in a pharmaceutically acceptable carrier.

33. (Added) A pharmaceutical composition comprising a compound of claim 31 in a pharmaceutically acceptable carrier.

34. (Added) A method of treating hyperalgesia in a patient comprising administering to said patient an effective amount of a compound of claim 30.



35. (Added) A method of treating hyperalgesia in a patient comprising administering to said patient an effective amount of a compound of claim 31.

36. (Added) A method of treating hyperalgesia in a patient comprising administering to said patient an effective amount of the pharmaceutical composition of claim 32.

37. (Added) A method of treating hyperalgesia in a patient comprising administering to said patient an effective amount of the pharmaceutical composition of claim 33.

38. (Added) A pharmaceutical composition comprising a compound of claim 30 and an antibiotic, antiviral, antifungal, anti-inflammatory agent, or a mixture thereof in a pharmaceutically acceptable carrier.

39. (Added) A pharmaceutical composition comprising a compound of claim 31 and an antibiotic, antiviral, antifungal, anti-inflammatory agent, or a mixture thereof in a pharmaceutically acceptable carrier.